

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307

FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

June 21, 2002

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 24005 FILED

JUN 21 '02 10-37 AM

Dear Secretary Williams:

**SURFACE TRANSPORTATION BOARD**

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 21, 2002. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LVI, LLC  
200 Clarendon Street  
Boston, MA 02116

Lessees:

Nan Ya Plastics Corporation, America  
Formosa Plastics Corporation, U.S.A.  
Formosa Transrail Corporation  
Formosa Plastics Corporation, America  
9 Peach Tree Hill Road  
Livingston, NJ 07039

A description of the equipment covered by the Memorandum of Lease Agreement consists of 312 tank railcars numbered FPAX 900001-900033, inclusive, 931001-931150, inclusive, 932001-932065, inclusive, and 941000-941063, inclusive; and 1,710 specialty covered hopper railcars numbered FPAX 5800, 5801, 5805, 5808, 5809, 5812, 5814, 5817, 5819, 5820, 5823, 5825, 5826, 5830, 5833, 5834, 5835, 5837, 5839, 5841, 5844, 5845, 890001-890250, inclusive, 890252-890416, inclusive, 930001-930033, inclusive, 940000-940236, inclusive,

BALL JANIK LLP

Honorable Vernon A. Williams  
June 21, 2002  
Page 2

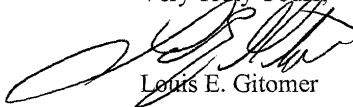
940238-940244, inclusive, 940246-940251, inclusive, 950000-950599, inclusive, and 970001-970390, inclusive.

A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LVI, LLC, 200 Clarendon Street, Boston, MA 02116, and Nan Ya Plastics Corporation, America, Formosa Plastics Corporation, U.S.A., Formosa Transrail Corporation, Formosa Plastics Corporation, America, 9 Peach Tree Hill Road, Livingston, NJ 07039, covering 312 tank railcars numbered FPAX 900001-900033, inclusive, 931001-931150, inclusive, 932001-932065, inclusive, and 941000-941063, inclusive; and 1,710 specialty covered hopper railcars numbered FPAX 5800, 5801, 5805, 5808, 5809, 5812, 5814, 5817, 5819, 5820, 5823, 5825, 5826, 5830, 5833, 5834, 5835, 5837, 5839, 5841, 5844, 5845, 890001-890250, inclusive, 890252-890416, inclusive, 930001-930033, inclusive, 940000-940236, inclusive, 940238-940244, inclusive, 940246-940251, inclusive, 950000-950599, inclusive, and 970001-970390, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

---

RECORDATION NO. 24005 FILED

JUN 21 '02 10:37 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT**

dated as of JUNE 21, 2002,

by and among

**NAN YA PLASTICS CORPORATION, AMERICA,  
FORMOSA PLASTICS CORPORATION, U.S.A.,  
FORMOSA TRANSRAIL CORPORATION, and  
FORMOSA PLASTICS CORPORATION, AMERICA**  
as Lessees

and

---

**LVI, LLC**  
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301**

on \_\_\_\_\_, 2002, at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of JUNE 21, 2002, by and among LVI, LLC, its successors and assigns ("Lessor"), and NAN YA PLASTICS CORPORATION, AMERICA, FORMOSA PLASTICS CORPORATION, U.S.A., FORMOSA TRANSRAIL CORPORATION and FORMOSA PLASTICS CORPORATION, AMERICA, their respective successors and assigns (collectively, "Lessees"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessees, and Lessees have agreed to lease from Lessor, those certain rail cars described on Schedule A attached hereto.

All of such rail cars are more fully described in that certain Railcar Master Lease Agreement dated as of JUNE 21, 2002, and Schedule No. 1 thereto and incorporating the terms thereof, dated as of JUNE 21, 2002 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each among Lessor and Lessees.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

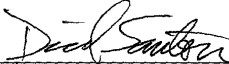
This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)

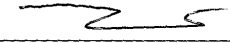
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be duly executed as of the date first above written.

LVI, LLC

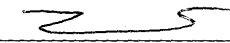
By: John Hancock Leasing Corporation, Managing Member

By:   
Name: DAVID SANTAM  
Title: VICE PRESIDENT

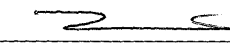
NAN YA PLASTICS CORPORATION, AMERICA

By:   
Name: T.Y. Liao  
Title: Treasurer

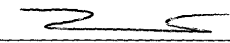
FORMOSA PLASTICS CORPORATION, U.S.A.

By:   
Name: T.Y. Liao  
Title: Treasurer

FORMOSA TRANSRAIL CORPORATION

By:   
Name: T.Y. Liao  
Title: Treasurer

FORMOSA PLASTICS CORPORATION, AMERICA

By:   
Name: T.Y. Liao  
Title: Treasurer

STATE OF MA, COUNTY OF Suffolk, SS:

On this 14th day of JUNE, 2002, before me appeared David Santom, the person who signed this instrument, who acknowledged that (s)he is the V.P. of LVI, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said limited liability company.

[Seal]

Gina Kuch  
Notary Public

My commission expires: 12/20/02

STATE/Commonwealth of New Jersey, COUNTY OF Essex, SS:

On this 18 day of June, 2002, before me appeared T.Y. Liao, the person who signed this instrument, who acknowledged that (s)he is the Treasurer of Nan Ya Plastics Corporation, America and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Robert J. Torres  
Notary Public

My commission expires:  
**NORBERTO JOSE TORRES**  
Notary Public of New Jersey

My Commission Expires Sept. 10, 2002

STATE/Commonwealth of New Jersey, COUNTY OF Essex, SS:

On this 18 day of June, 2002, before me appeared T.Y. Liao, the person who signed this instrument, who acknowledged that (s)he is the Treasurer of Formosa Plastics Corporation, U.S.A., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Robert J. Torres  
Notary Public

My commission expires:

**NORBERTO JOSE TORRES**  
Notary Public of New Jersey  
My Commission Expires Sept. 10, 2002

STATE/Commonwealth of New Jersey, COUNTY OF Essex, SS:

On this 18 day of June, 2002, before me appeared T.Y. Liao, the person who signed this instrument, who acknowledged that (s)he is the Treasurer of Formosa Transrail Corporation, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
Notary Public

My commission expires:  
**NORBERTO JOSE TORRES**  
Notary Public of New Jersey  
My Commission Expires Sept. 10, 2002

STATE/Commonwealth of New Jersey, COUNTY OF Essex, SS:

On this 18 day of June, 2002, before me appeared T.Y. Liao, the person who signed this instrument, who acknowledged that (s)he is the Treasurer of Formosa Plastics Corporation, America, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
Notary Public

My commission expires:

**NORBERTO JOSE TORRES**  
Notary Public of New Jersey  
My Commission Expires Sept. 10, 2002

SCHEDULE A  
TO MEMORANDUM OF LEASE AGREEMENT

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

SEE ATTACHED



# LVI, LLC

## SCHEDULE OF EQUIPMENT

Lessee: NAN YA PLASTICS CORPORATION, AMERICA, FORMOSA PLASTICS CORPORATION, U.S.A.,  
FORMOSA PLASTICS CORPORATION, AMERICA & FORMOSA TRANSRAIL CORPORATION

Approved By: \_\_\_\_\_  
(Lessee to initial each page)

Attached to Bill of Sale dated \_\_\_\_\_ 20 \_\_\_\_\_  
and/or \_\_\_\_\_

Equipment located at:  
201 Formosa Drive  
Street No. \_\_\_\_\_

Equipment Schedule No. 1

Point Comfort Calhoun TX 77978  
City County State Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost
Gulf Railcar	33 - Tank Railcars, 16,400 - 16,600 Gallon capacity, 100 ton load limit Railcar numbers: FPAX900006, 900009, 900001- 900005, 900007, 900008, 900010-900013, 900015, 900016, 900019-900022, 900024-900033, 900014, 900017, 900018, 900023  TOTAL	
Trinity	215 - Tank Railcars, 26,000-29,000 Gallon capacity, 100 ton load limit Railcar numbers: FPAX931001-931004, 931006- 931009, 931011-931077, 931080, 931081, 931083, 931084, 931086, 931088-931102, 931107-931128, 931130, 931131, 931134-931150, 931005, 931010, 931078, 931079, 931082, 931085, 931087, 931103- 931106, 931129, 931132, 931133, 932008, 932001- 932006, 932009, 932010, 932013-932020, 932022- 932031, 932033, 932035-932048, 932050-932054, 932056-932060, 932062-932065, 932007, 932011, 932012, 932021, 932032, 932034, 932049, 932055, 932061  TOTAL	
ACF	64 - Tank Railcars, 24.9K Gallon capacity, 100 ton load limit Railcar numbers: FPAX941000-941063  TOTAL	

# LVI, LLC

## SCHEDULE OF EQUIPMENT

Lessee: NAN YA PLASTICS CORPORATION, AMERICA, FORMOSA PLASTICS CORPORATION, U.S.A.,  
FORMOSA PLASTICS CORPORATION, AMERICA & FORMOSA TRANSRAIL CORPORATION

Approved By: \_\_\_\_\_  
(Lessee to Initial each page)

Attached to Bill of Sale dated \_\_\_\_\_ 20 \_\_\_\_\_  
and/or \_\_\_\_\_

Equipment located at:  
201 Formosa Drive  
Street No. \_\_\_\_\_

Equipment Schedule No. 1

Point Comfort Calhoun TX 77978  
City County State Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost
Gulf Railcar	4 - Specialty Covered Hopper Railcars, All-Steel Construction, 100 tons load limit, 5,600-5,701 cubic feet capacity Railcar numbers: FPAX5814, 5826, 5839, 5825  TOTAL	
Gulf Railcar	18 - Specialty Covered Hopper Railcars, All-Steel Construction, 100 tons load limit, 5,800-5,850 cubic feet capacity Railcar numbers: FPAX5800, 5801, 5805, 5808, 5812, 5820, 5830, 5841, 5809, 5817, 5819, 5823, 5833-5835, 5837, 5844, 5845  TOTAL	
Trinity	415 - Specialty Covered Hopper Railcars, All-Steel Construction, 100 tons load limit, 5,800-5,850 cubic feet capacity Railcar numbers: FPAX890001-890100, 890101- 890250, 890252-890416  TOTAL	
UTC	33 - Specialty Covered Hopper Railcars, All-Steel Construction, 100 tons load limit, 5,800 cubic feet capacity Railcar numbers: FPAX930001-930033  TOTAL	

# LVI, LLC

## SCHEDULE OF EQUIPMENT

Lessee: NAN YA PLASTICS CORPORATION, AMERICA, FORMOSA PLASTICS CORPORATION, U.S.A.,  
FORMOSA PLASTICS CORPORATION, AMERICA & FORMOSA TRANSRAIL CORPORATION

Approved By: \_\_\_\_\_  
(Lessee to initial each page)

Attached to Bill of Sale dated \_\_\_\_\_ 20 \_\_\_\_\_  
and/or \_\_\_\_\_

Equipment located at:  
201 Formosa Drive  
Street No. \_\_\_\_\_

Equipment Schedule No. 1 Point Comfort Calhoun TX 77978  
City County State Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost
Trinity	850 - Specialty Covered Hopper Railcars, All-Steel Construction, 100 tons load limit, 5,850 cubic feet capacity Railcar numbers: FPAX940000-940081, 940083- 940114, 940116-940127, 940129-940154, 940182, 940193-940207, 940209-940236, 940238-940244, 940246-940251, 940082, 940115, 940128, 940155- 940181, 940183-940192, 940208, 950000-950052, 950054-950131, 950133-950141, 950143-950145, 950147, 950148, 950053, 950132, 950142, 950146, 950149-950599  TOTAL	
Trinity	390 - Specialty Covered Hopper Railcars, All-Steel Construction, 110 tons load limit, 6,221 cubic feet capacity Railcar numbers: FPAX970001-970390  TOTAL  LOCATION TOTAL  SCHEDULE TOTAL	